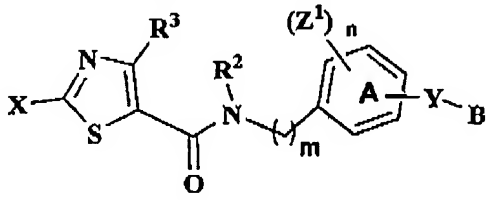
## AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A compound having the formula (I),



(I)

enantiomers, diastereomers, pharmaceutically-acceptable salts, and solvates thereof, wherein,

ring A is phenyl ~~or pyridyl~~;

Y is $-C(=O)NR^1-$ ~~or $-NR^1C(=O)-$~~ and is attached to the phenyl ~~or pyridyl~~ ring in the meta or para position;

$R^1$ is

(a) hydrogen~~, or~~

~~(b) alkyl, cycloalkyl, aryl(alkyl), (heteroaryl)alkyl, (heterocyclo)alkyl or (cycloalkyl)alkyl, any of which may be optionally substituted as valence allows with $Z^{1a}$, $Z^{2a}$ and up to two $Z^{3a}$~~;

B is

(a) hydrogen ~~or hydroxy or~~

~~(b) alkyl, cycloalkyl, (cycloalkyl)alkyl, alkenyl, alkoxy, (alkoxy)alkyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, heterocyclo or (heterocyclo)alkyl, any of which may be optionally substituted as valence allows with $Z^{1b}$, $Z^{2b}$ and up to two $Z^{3b}$~~;

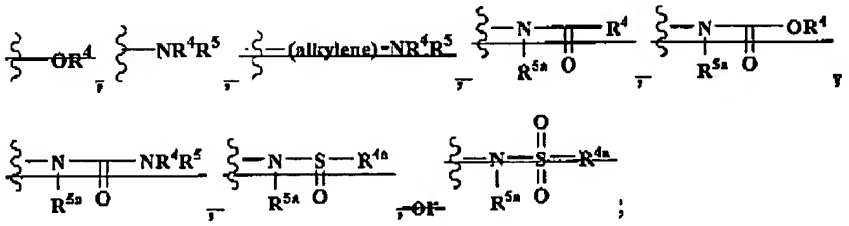
$R^2$ is

(a) hydrogen~~, or~~

~~(b) alkyl, cycloalkyl, aryl(alkyl), (heteroaryl)alkyl, (heterocyclo)alkyl, or (cycloalkyl)alkyl, any of which may be optionally substituted as valence allows with $Z^{1c}$, $Z^{2c}$ and up to two $Z^{3c}$~~;

$R^3$ is hydrogen~~, alkyl, haloalkyl, alkoxy, (alkoxy)alkyl, hydroxy, (hydroxy)alkyl, halogen, cyano, or $NR^6R^7$~~;

X is



~~, or~~ ;

$R^4$, and $R^5$ ~~and $R^{5a}$~~ are independently

(a) hydrogen~~, or~~

~~(b) alkyl, cycloalkyl, (cycloalkyl)alkyl, (alkoxy)alkyl, alkenyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, heterocyclo or (heterocyclo)alkyl, any of which may be optionally substituted as valence allows with $Z^{1d}$, $Z^{2d}$ and up to two $Z^{3d}$; or~~

~~(c) $R^4$ and $R^5$ together with the nitrogen atom to which they are bonded may optionally combine to form a heterocyclo ring which may be optionally substituted as valence allows with $Z^{1d}$, $Z^{2d}$ and up to two $Z^{3d}$~~; or

~~$R^{4a}$ is alkyl, cycloalkyl, (cycloalkyl)alkyl, alkoxy, (alkoxy)alkyl, alkenyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, heterocyclo, or (heterocyclo)alkyl, any of which may be optionally substituted as valence allows with $Z^{1d}$, $Z^{2d}$ and up to two $Z^{3d}$~~;

~~$R^6$ and $R^7$ are independently~~

~~(a) hydrogen or~~

~~(b) alkyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, heterocyclo or (heterocyclo)alkyl, any of which may be optionally substituted as valence allows with $Z^{1e}$, $Z^{2e}$ and up to two $Z^{3e}$~~;

$Z^{1-1e}$, $Z^{2a-2e}$, ~~and $Z^{3a-3e}$ are~~ is an optional substituents independently selected from

(1) $R^{10}$, where $R^{10}$ is

(i) alkyl~~, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl~~; or

(ii) a group (i) which is itself substituted by one to four of the same or different groups (i); ~~or~~

~~(iii) a group (i) or (ii) which is independently substituted by one to four of the following groups (2) to (12);~~

~~(2) $OR^{11}$;~~

~~(3) $SR^{11}$;~~

~~(4) $-C(O)_tR^{11}$ or $-O-C(O)R^{11}$;~~

~~(5) $SO_3H$, $-S(O)_tR^{11}$, or $-S(O)_tN(R^{11})-R^{12}$;~~

~~(6) halo;~~

~~(7) cyano;~~

~~(8) nitro;~~

~~(9) $-U^1-NR^{12}-R^{13}$;~~

~~(10) $-U^1-N(R^{11})-U^2-NR^{12}R^{13}$;~~

~~(11) $-U^1-N(R^{14})-U^2-R^{11}$;~~

~~(12) oxo;~~

~~$U^1$ and $U^2$ are each independently~~

~~(1) a single bond;~~

~~(2) $-U^3-S(O)_t-U^4-$;~~

~~(3) $-U^3-C(O)-U^4-$;~~

~~(4) $-U^3-C(S)-U^4-$;~~

~~(5) $-U^3-O-U^4-$;~~

~~(6) $-U^3-S-U^4-$;~~

~~(7) $-U^3-O-C(O)-U^4-$;~~

~~(8) $-U^3-C(O)-O-U^4-$; or~~

~~(9) $-U^3-C(=NR^{15})-U^4-$;~~

~~$U^3$ and $U^4$ are each independently~~

~~(1) a single bond;~~

~~(2) alkylene;~~

~~(3) alkenylene; or~~

~~(4) alkynylene;~~

~~$R^{11}$, $R^{12}$, $R^{13}$, $R^{14}$, $R^{15}$ and $R^{16}$~~

~~(4) are each independently hydrogen, alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl, any of which is~~

~~unsubstituted or substituted with one to four groups listed below for $R^{20}$; except $R^{16}$ is not hydrogen; or~~

~~(5) $R^{12}$ and $R^{13}$ may be taken together to form a 3- to 8-membered saturated or unsaturated ring together with the atoms to which they are attached, which ring is unsubstituted or substituted with one or more groups listed below for $R^{20}$; or~~

~~(6) $R^{12}$ and $R^{13}$ together with the nitrogen atom to which they are attached may combine to form a group $-N=C\,R^{17}R^{18}$ where $R^{17}$ and $R^{18}$ are each independently hydrogen, alkyl, or alkyl substituted with a group $R^{20}$;~~

~~$R^{20}$ is alkyl, halogen, cyano, hydroxy, $-O$(alkyl), $-SH$, $-S$(alkyl), amino, alkylamino, haloalkyl, or a lower alkyl substituted with cyano, hydroxy, or alkoxy;~~

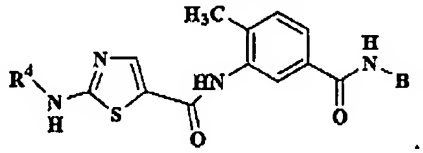
$m$ is 0 ~~or 1~~; and

$n$ is ~~0,~~ 1~~, 2, or 3; and~~

~~$t$ is 1 or 2~~.

2-17. (Canceled)

18. (Currently Amended) A compound according to claim 1 ~~17~~ having the formula,



19-20. (Canceled)